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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOFS OF CLAIM NUMBERS 1448, 1449, 1450, 1451
(KEN BURTON, JR. CFC, TAX COLLECTOR, MANATEE COUNTY)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Ken Burton, Jr., CFC, Tax Collector, Manatee County ("Manatee County") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 1448, 1449, 1450, 1451 (Ken Burton, Jr., CFC, Tax Collector, Manatee County) ("Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on January 4, 2006, Manatee County filed proof of claim number 1448 against DAS LLC, which asserts a secured claim in the amount of \$4,025.93 ("Claim No. 1448") stemming from taxes allegedly owed by DAS LLC to Manatee County.

WHEREAS, on January 4, 2006, Manatee County filed proof of claim number 1449 against DAS LLC, which asserts a secured claim in the amount of \$4,848.48 ("Claim No. 1449") stemming from taxes allegedly owed by DAS LLC to Manatee County.

WHEREAS, on January 4, 2006, Manatee County filed proof of claim number 1450 against DAS LLC, which asserts a secured claim in the amount of \$3,247.89 ("Claim No. 1450") stemming from taxes allegedly owed by DAS LLC to Manatee County.

WHEREAS, on January 4, 2006, Manatee County filed proof of claim number 1451 against DAS LLC, which asserts a secured claim in the amount of \$924.94 ("Claim No. 1451," and, together with Claim No. 1448, Claim No. 1449, and Claim No. 1450, the "Claims") stemming from taxes allegedly owed by DAS LLC to Manatee County.

WHEREAS, on April 27, 2007, the Debtors objected to the Claims pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims And Untimely Tax Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May 25, 2007, Manatee County filed its Response To Debtors Objection To Claims For Obligation To Pay Taxes (Docket No. 8140) (the "Response").

WHEREAS, pursuant to this Joint Stipulation, DAS LLC acknowledges and agrees that (i) Claim No. 1448 shall be allowed against DAS LLC in the amount of \$3,183.90, (ii) Claim No. 1449 shall be allowed against DAS LLC in the amount of \$3,834.41, (iii) Claim No. 1450 shall be allowed against DAS LLC in the amount of \$2,568.59, (iv) Claim No. 1451 shall be allowed against DAS LLC in the amount of \$731.49.

WHEREAS, Manatee County acknowledges that it has been given the opportunity to consult with counsel before executing this Joint Stipulation and is executing this Joint Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Joint Stipulation.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b)

Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Manatee County stipulate and agree as follows:

1. Claim No. 1448 shall be allowed in the amount of \$3,183.90 and shall be treated as an allowed secured claim against the estate of DAS LLC.

2. Claim No. 1449 shall be allowed in the amount of \$3,834.41 and shall be treated as an allowed secured claim against the estate of DAS LLC.

3. Claim No. 1450 shall be allowed in the amount of \$2,568.59 and shall be treated as an allowed secured claim against the estate of DAS LLC.

4. Claim No. 1451 shall be allowed in the amount of \$731.49 and shall be treated as an allowed secured claim against the estate of DAS LLC.

5. Manatee County hereby releases and waives any right to assert any other claim, cause of action, demand, lien, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring on or before the Petition Date.

6. Manatee County shall withdraw its Response to the Thirteenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 24th day of July, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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